

**Attachment 2**

**Articles of Incorporation  
Certificate of Authority**

AUG-08-00 TUE 03:06 PM GERALD WEINBERG P.C.

FAX NO. 5184630079

P. 02/02

**CERTIFICATE OF INCORPORATION**

**METROPOLITAN TELECOMMUNICATIONS OF ILLINOIS, INC.**

**FIRST:** The name of the corporation is **METROPOLITAN TELECOMMUNICATIONS OF ILLINOIS, INC.**

**SECOND:** Its Registered Office is to be located at 15 East North Street, Dover, Delaware 19901 in the county of Kent. The Registered Agent in charge thereof is W/K Incorporating Services, Inc.


**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The amount of the total authorized capital stock of this corporation is Two Thousand, Five Hundred (2,500), common shares all of which shall be without par value.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein are true, and I have accordingly hereunto set my hand this 8th day of August, 2000.

  
Incorporator  
LAWRENCE A. KIRSCH  
90 State Street  
Albany, New York

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/08/2000  
001403903 - 3271870



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 4, 2000

6137-141-9

KATHERINE E MITCHELL  
GERALD WEINBERG  
90 STATE ST  
ALBANY NY 12207

RE METROPOLITAN TELECOMMUNICATIONS OF ILLINOIS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

File Number 6137-141-9

# State of Illinois

## Office of The Secretary of State

**Whereas,** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF METROPOLITAN TELECOMMUNICATIONS OF ILLINOIS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 4TH day of DECEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



*Jesse White*

Secretary of State

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "METROPOLITAN TELECOMMUNICATIONS OF ILLINOIS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3271870 8100H

AUTHENTICATION: 0752398

001534542

DATE: 10-24-00

AUG-08-00 TUE 03:06 PM GERALD WEINBERG P.C.

FAX NO. 5184630079

P. 02/02

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Incorporator  
LAWRENCE A. KIRSCH  
90 State Street  
Albany, New York

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Form **BCA-4.15/**  
**4.20**  
(Rev. Jan. 1999)

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62788  
Telephone (217) 782-9520  
http://www.sos.state.il.us

Remit payment in check or money  
order, payable to "Secretary of State".

**FILED**

DEC - 4 2000

JESSE WHITE  
SECRETARY OF STATE

File #

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date

12/4/00

Filing Fee

170.00

Approved

14

1. **CORPORATE NAME:** Metropolitan Telecommunications of Illinois Inc.
2. **State or Country of Incorporation:** Delaware
3. **Date Incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation):** \_\_\_\_\_  
(Month & Day) (Year)  
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
4. **The corporation intends to adopt and to transact business under the assumed corporate name of:**  
MetTel
5. **The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until** October 1, 2005, **the first day of the corporation's anniversary month in the next year which is evenly divisible by five.**  
(Month & Day) (Year)  
(Complete No. 6 if changing or cancelling an assumed corporate name.)
6. **The corporation intends to cease transacting business under the assumed corporate name of:** \_\_\_\_\_
7. **The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.**

Dated October 23, 2000

(Month & Day)

(Year)

attested by

(Signature of Secretary or Assistant Secretary)

Andoni Economou, Secretary

(Type or Print Name and Title)

Metropolitan Telecommunications  
of Illinois Inc.

(Exact Name of Corporation)

by

(Signature of President or Vice President)

Marshall Aronow, President

(Type or Print Name and Title)